

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

Meier's Wine Cellars Acquisition, LLC,  
et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11575 (MFW)  
(Jointly Administered)

**ORDER (I) AUTHORIZING THE DEBTORS TO ENTER INTO THE FULL GLASS  
APA AMENDMENT AND (II) GRANTING RELATED RELIEF**

This matter coming before the Court on the *Motion of the Debtors and Debtors in Possession for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially all of the Debtors' Assets, (B) Authorizing the Debtors to Enter into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief* [Docket No. 14], filed by the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases; the *Order (I) Approving Bidding Procedures for the Sale of Substantially all of the Debtors' Assets, (II) Authorizing*

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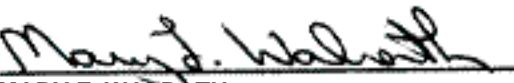
The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. (CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

*the Debtors to Enter into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (III) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (IV) Approving Assumption and Assignment Procedures, (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (VI) Granting Related Relief* [Docket No. 181]; the *Order (I) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Granting Related Relief* [Docket No. 344] (the "Full Glass Sale Order"), which, among other things, authorized the Debtors to enter into (i) that certain Asset Purchase Agreement, dated as of September 5, 2024 (the "Full Glass APA"), by and among Vintage Wine Estates, Inc. and certain of its affiliated Debtors (collectively, "Seller"), and Full – Glass Licensing LLC ("Full Glass"), and (ii) certain amendments to the Full Glass APA; and the certification of counsel, dated as of October 15, 2024, seeking entry of this Order authorizing the Debtors to enter into that certain Amendment No. 1 to Asset Purchase Agreement, dated as of October 11, 2024, made by and between Full Glass and Seller, substantially in the form attached hereto as Exhibit 1 (the "Full Glass APA Amendment"); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409 and (iv) notice of the relief granted in this Order was sufficient under the circumstances; and after due deliberation, this Court having determined that the relief granted in this Order is in the best interests of the Debtors, their estates and their creditors;

**NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The Debtors are authorized to enter into the Full Glass APA Amendment and to perform their obligations thereunder.
2. Notwithstanding Rules 6004(h) and 7062 of the Federal Rules of Bankruptcy Procedure and any applicable Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, this Order shall not be stayed and shall be effective and enforceable immediately upon entry.
3. All other provisions of the Full Glass Sale Order remain unchanged and are not impacted by this Order.
4. The Debtors are authorized to take all steps necessary or appropriate to implement the relief granted in this Order.
5. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: October 18th, 2024  
Wilmington, Delaware

  
MARY F. WALRATH  
-3- UNITED STATES BANKRUPTCY JUDGE